



Edward Phillips
Attorney

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September 9, 2005

Aster Adams, Chief
Competitive Market and Policy Division
Tennessee Regulatory Authority
460 James Robertson Pkwy.
Nashville, TN 37243-0505

Re: Response of Sprint Nextel Corporation to Data Request No. 1 of Tennessee
Regulatory Authority, Docket No. 05-00240

Dear Mr. Adams:

Please find enclosed the original and thirteen copies of Sprint Nextel Corporation's response to the Tennessee Regulatory Authority's Data Request No. 1. An additional letter and envelope are enclosed. Please date-stamp the additional copy of the letter and return it to me in the self-addressed stamped envelope. If you have any questions, or need further assistance, please do not hesitate to contact me at 919-554-7870.

Sincerely,

Edward Phillips

hep:jds

Enclosures

Tennessee Regulatory Authority, Docket No. 05-00240
Application of Sprint Nextel Corporation for Approval of the Transfer of Control of United
Telephone-Southeast, Inc.; Sprint Long Distance, Inc.; and Sprint Payphone Services, Inc. from
Sprint Nextel Corporation to LTD Holding Company
TRA Data Request No. 1

Question 1:

Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.

Response:

Sprint Nextel Corporation (Sprint) has filed similar applications in thirteen (13) other states. No actions other than on procedural matters have been taken. The thirteen states are as follows:

Florida
Kansas
Minnesota
Missouri
Nebraska
Nevada
New Jersey
Ohio
Pennsylvania
South Carolina
Virginia
Washington
Wyoming

A notice was filed in North Carolina advising the commission there of the separation but no action was requested.

Tennessee Regulatory Authority, Docket No. 05-00240
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Question 2:

Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your petition has been established by any federal agency, provide such with your response.

Response:

Sprint has not filed a similar application with any federal agency.

Tennessee Regulatory Authority, Docket No. 05-00240
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TRA Data Request No. 1

Question 3:

Provide the number of customers by class of service that the subsidiaries of Sprint Nextel Corporation ("Sprint-Nextel") have in Tennessee.

Response:

Sprint's application requests that United Telephone-Southeast, Inc., Sprint Payphone Services, Inc., and Sprint Long Distance, Inc., be transferred from Sprint to LTD Holding Company. The number of Tennessee customers for these entities by class of service is as follows:

United Telephone-Southeast, Inc. (Incumbent Local Exchange; As of June 2005, Rounded)

- Residential: 159,000
- Business: 66,000

United Telephone-Southeast, Inc. (Payphones)

- 667 (End of June 2005)

Sprint Payphone Services, Inc. (Payphones)

- 384 (End of June 2005)

Sprint Long Distance, Inc. (Interexchange; Certification Pending)

- Residential: 0
- Business: 0

Tennessee Regulatory Authority, Docket No. 05-00240
Application of Sprint Nextel Corporation for Approval of the Transfer of Control of United
Telephone-Southeast, Inc.; Sprint Long Distance, Inc.; and Sprint Payphone Services, Inc. from
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TRA Data Request No. 1

Question 4:

Will all customers of the Sprint-Nextel operating companies in Tennessee be transferred to LTD Holdings?

Response:

No customers will be transferred directly to LTD Holding Company. Sprint's application requests that control of United Telephone-Southeast, Inc., Sprint Payphone Services, Inc. and Sprint Long Distance, Inc. be transferred from Sprint to LTD Holding Company. Customers of the three listed entities will remain customers of those entities.

Upon completion of the separation, certain long distance customers of Sprint Communications Company L.P. in United Telephone-Southeast, Inc.'s, franchise area will be served by Sprint Long Distance, Inc., subject to applicable Federal Communications Commission (FCC) and state approvals and after required customer notices. In addition, Sprint Communications Company L.P. will continue to provide retail and wholesale services to customers throughout the nation, including in Tennessee.

Tennessee Regulatory Authority, Docket No. 05-00240
Application of Sprint Nextel Corporation for Approval of the Transfer of Control of United
Telephone-Southeast, Inc.; Sprint Long Distance, Inc.; and Sprint Payphone Services, Inc. from
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TRA Data Request No. 1

Question 5:

Consistent with TRA Rule 1220-4-2-.56(2)(d), will a current customer notice or letter informing customers of the change in ownership and/or operating authority be necessary? If so, provide a proposed customer notice for Authority approval.

Response:

The transfer of United Telephone-Southeast, Inc., from Sprint to LTD Holding Company will be done at the holding company level. No customers will be transferred from or to United Telephone-Southeast, Inc., for the purposes of 47 CFR 64.1120(e) and/or TRA Rule 1220-4-2-.56(2)(d).

The same holding company level transfer holds true for Sprint Payphone Services, Inc., albeit its payphone customers are transitory and there is no "customer base" capable of advanced written notice.

The transfer of certain Sprint Communications Company L.P. interexchange customers to Sprint Long Distance, Inc., will invoke the federal and state provisions cited above. See Sprint's application for transfer at ¶17-19. Sprint will fully comply with the requirements of both 47 CFR 64.1120(e) and TRA Rule 1220-4-2-.56(2)(d). A proposed customer notice for TRA approval, along with information regarding the number of customers to be transferred, will be submitted at a later date. Sprint will allow sufficient time for the TRA to review the proposed notice and still allow customers the required thirty (30) days notice.

Tennessee Regulatory Authority, Docket No. 05-00240
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Question 6:

Verify all current CCNs issued with the Authority, and provide copies of all current business licenses of the Sprint-Nextel operating companies filed with the Tennessee Secretary of State's Office.

Response:

See Attachment A for a listing of all Sprint CCNs issued by the TRA.

See Attachment B for copies of all Sprint Certificates of Authority for TRA regulated companies on file with the Tennessee Secretary of State.

Tennessee Regulatory Authority, Docket No. 05-00240
Application of Sprint Nextel Corporation for Approval of the Transfer of Control of United
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TRA Data Request No. 1

Question 7:

Confirm that the petitioners will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.

Response:

Sprint confirms to the best of its present knowledge that its Tennessee subsidiaries, whether they are transferred to LTD Holding Company or stay with Sprint, will continue to operate under their present CCNs issued by the TRA and their Certificates of Authority issued by the Tennessee Secretary of State.

LTD Holding Company is expected to develop its own corporate name and brand near the time of actual separation. As naming decisions are made, any state required registrations, filings or notifications related to the name change will be made.

Tennessee Regulatory Authority, Docket No. 05-00240
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Telephone-Southeast, Inc.; Sprint Long Distance, Inc.; and Sprint Payphone Services, Inc. from
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TRA Data Request No. 1

Question 8:

Explain what are current and future plans for existing Sprint-Nextel residential and business customers in Tennessee.

Response:

Sprint's application explains how the customers of both entities (Sprint and LTD Holding Company) will benefit from the creation of two competing entities that are able to operate with a clearer vision, purpose and alignment of interests. Reference the Sprint application at ¶34-44 and the Affidavit of Thomas W. Sokol attached to the Sprint application. More specific business plans are still under development.

Tennessee Regulatory Authority, Docket No. 05-00240
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Telephone-Southeast, Inc.; Sprint Long Distance, Inc.; and Sprint Payphone Services, Inc. from
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TRA Data Request No. 1

Question 9:

Provide continued updates of any actions which could affect this petition at the state and federal level.

Response:

Sprint will update the TRA regarding any action which could affect this application at the state and federal level.

ATTACHMENT A

TRA Certificates of Convenience and Necessity

Affiliates Certified to Provide Telecommunications in Tennessee

United Telephone-Southeast, Inc.

- Order No. U-4887 dated April 25, 1966 from Tennessee Public Service Commission transferring ILEC telephone operating authority to UTSE (f/k/a United Inter-Mountain Telephone Company and Inter-Mountain Telephone Company)
- Order No. 96-01028 dated June 28, 1996 from Tennessee Public Service Commission granting UTSE authority to provide COCOT service.
- Order No. 96-01235 dated June 6, 1997 from Tennessee Regulatory Authority granting UTSE authority to provide interLATA interexchange service.

Sprint Communications Company L.P.

- Order No. U-86-7418 dated June 30, 1986 from Tennessee Public Service Commission transferring authority to Sprint (f/k/a GTE Sprint and US Tel) to provide interLATA interexchange service.
- Order No. 96-01153 dated October 3, 1996 from Tennessee Regulatory Authority granting Sprint a statewide Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider.

ASC Telecom, Inc.

- Order No. 03-00479 dated November 4, 2003 from Tennessee Regulatory Authority granting name change of ASC Telecom as a reseller of interLATA interexchange service (original order No. 98-00888 dated April 20, 1999) (f/k/a ASC Telecom, Inc. d/b/a Alternatel.)

Sprint Payphone Services, Inc.

- Order No. 98-00490 dated August 18, 1998 granting SPSI authority to provide COCOT service.

Sprint Long Distance, Inc. – Pending

- Docket No. 05-00229 filed August 11, 2005 filed with the Tennessee Regulatory Authority - Pending

ATTACHMENT B

Secretary of State Certificates of Authority

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

FILED

To the Secretary of State of the State of Tennessee

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth

1 The name of the corporation is United Telephone-Southeast, Inc. (Formerly, United Inter-Mountain Telephone Company)

If different, the name under which the certificate of authority is to be obtained is _____

2 The state or country under whose law it is incorporated is Virginia

3 The date of its incorporation is March 28, 1966 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4 The complete street address (including zip code) of its principal office is _____

Street	City	State/Country	Zip Code
112 Sixth Street	Bristol	TN	37620

5 The complete street address (including the county and the zip code) of its registered office in Tennessee is _____

Street	City/State	County	Zip Code
112 Sixth Street	Bristol	TN	37620

The name of its registered agent at that office is James B. Wright

6 The names and complete business addresses (including zip code) of its current officers are. (Attach separate sheet if necessary)

See attached sheet

7 The names and complete business addresses (including zip code) of its current board of directors are (Attach separate sheet if necessary)

See attached sheet

8 The corporation is a corporation for profit

9 If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____, 19____ (date), _____ (time)

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is successfully filed in Tennessee]

February 26, 1992

Signature Date

Vice President

Signer's Capacity

United Telephone-Southeast, Inc.

Name of Corporation

James B. Wright

Signature

James B. Wright

Name (typed or printed)

APPLICATION FOR AMENDED REGISTRATION OF FOREIGN LIMITED PARTNERSHIP FOR

FILED

US SPRINT COMMUNICATIONS COMPANY LIMITED PARTNERSHIP

Pursuant to the provisions of the Tennessee Revised Uniform Limited Partnership Act, Section 61-2-905, the undersigned foreign limited partnership submits the following amended application for registration.

1 The name of the foreign limited partnership is

SPRINT COMMUNICATIONS COMPANY L.P.

[NOTE: Pursuant to Tennessee Revised Uniform Limited Partnership Act, Section 61-2-904(a), each foreign limited partnership name must include the words "Limited Partnership" or the abbreviation "L P "]

2 The name under which the foreign limited partnership proposes to register and transact business in the State of Tennessee, if different than listed in No. 1, is

3 This limited partnership was formed under the laws of the State/Country of Delaware

, and the effective date of formation was November 14, 1988

4 The above-named foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its organization as of the date of this filing.

5 The complete address of the registered office in Tennessee is

722 Chestnut Street, Third Floor, Chattanooga, TN Hamilton 37402

Street City/State County Zip Code

6 The name of the registered agent, to be located at the address in No 5, is

The Prentice-Hall Corporation System, Inc.

7 The complete address of the principal office is

8140 Ward Parkway Kansas City, MO 64114

Street City State/Country Zip Code

8. The general nature of the business to be conducted or promoted in the State of Tennessee is
to engage in the business of telecommunications

9. The name and complete address of each general partner is

US Telecom, Inc. 2330 Shawnee Mission Parkway, Westwood, KS 66205

Name Address Zip Code

Name Address Zip Code

[] Additional general partner(s) is/are listed on the attached _____ (number of) page(s) which is/are fully incorporated herein by reference (Check and complete if applicable)

10 The date on which the foreign limited partnership first did, or intends to do business in the State of Tennessee was/is

January 3, 1989

(must be month, day and year)

11 If this document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is:

_____, 19 _____ (date), _____ (time).
[NOTE: A delayed effective date may not be later than the 90th day after the date this document is filed by the Secretary of State]

[NOTE: A certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of limited partnership records in the jurisdiction under whose law it was formed, is attached. The certificate shall not bear a date of more than (1) month prior to the date the application is filed. Section 61-2-902(2)]

March 2, 1992
Signature Date

Vice President
Signer's Capacity

By: Don A. Jensen
Signature US Telecom, Inc.

General Partner

Don A. Jensen
Name (typed or printed)

SS-4474

(Rev 5/89)

TNNLC 0000014

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

ASC TELECOM, INC.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is ASC TELECOM, INC.

If different, the name under which the certificate of authority is to be obtained is _____

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is KS

3. The date of its incorporation is AUGUST 26, 1994 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____

2330 SHAWNEE MISSION PARKWAY, WESTWOOD,	KS	66205
Street	City	State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is			
c/o The Prentice-Hall Corporation System, Inc., 500 Tallan Building,			
Two Union Square, Chattanooga, Tennessee			
Hamilton	37402-2571		
Street	City/State	County	Zip Code

The name of its registered agent at that office is

The Prentice-Hall Corporation System, Inc.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

SEE ATTACHED.

7. The names and complete business addresses (including zip code) of its current board of directors are (Attach separate sheet if necessary)

SEE ATTACHED.

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____, 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is filed in this state.]

DECEMBER 20, 1994

Signature Date

VICE PRESIDENT

Signer's Capacity

ASC TELECOM, INC.

Name of Corporation

Signature

ERIC P. TOM

Name (typed or printed)



SS-4431 (Rev. 8/89)

Filing Fee: \$600.00

TNNLC 0000015

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

SPRINT PAYPHONE SERVICES, INC

FILED
90 JAN 73 AM 10:01
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1 The name of the corporation is SPRINT PAYPHONE SERVICES, INC.

If different, the name under which the certificate of authority is to be obtained is _____

(NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d))

2 The state or country under whose law it is incorporated is Florida

3 The date of its incorporation is March 21, 1994 (must be month, day, and year), and the period of duration, if other than perpetual, is perpetual

4 The complete street address (including zip code) of its principal office is _____
2330 Shawnee Mission Parkway, Mailstop: KSWESA0105, Westwood, KS 66205

Street	City	State/Country	Zip Code
500 Tallan Building, Two Union Square,	Chattanooga,	Tennessee	Hamilton 37402-2571

5 The complete street address (including the country and zip code) of its registered office in this state is

Street	City/State	County	Zip Code
500 Tallan Building, Two Union Square,	Chattanooga,	Tennessee	Hamilton 37402-2571

The name of its registered agent at that office is

Corporation Service Company

6 The names and complete business addresses (including zip code) of its current officers are (Attach separate sheet if necessary)

See attached officers/directors rider

7 The names and complete business addresses (including Zip code) of its current board of directors are. (Attach separate sheet if necessary.)

See attached officers/directors rider

8 The corporation is a corporation for profit

9 If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____, 19____ (date), _____ (time).

(NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.)

(NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The Certificate shall not bear a date of more than one (1) month prior to the date the application is filed in this state.)

January 15, 1998

Signature Date

Vice President

Signer's Capacity

SPRINT PAYPHONE SERVICES, INC.

Name of Corporation

Signature

Paul H Kutz

Name (typed or printed)

State of Tennessee



Department of State

Corporate Filings

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

2005 MAR -8 AM 10:56

SECRETARY OF STATE

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth.

1 The name of the corporation is Sprint Long Distance, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is February 23, 2005 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is
6200 Sprint Parkway, KSOPHF0302, Overland Park, KS 66251

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

2908 Poston Avenue, Nashville, TN 37203
Street City State/Country Zip Code
Registered Agent Corporation Service Company

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary)
See attached officers/directors rider

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary)
See attached officers/directors rider

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

March 3, 2005
Signature Date

Secretary

Signer's Capacity

Sprint Long Distance, Inc

Name of Corporation

Brett Haring

Signature

D Brett Haring

Name (typed or printed)

SS-4431 (Rev 4/01)

Filing Fee: \$600

RDA 1678

TNNLC 0000017